

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LILLY CLAUDE C III</u>  (Last) (First) (Middle) <u>3290 SALINGER WAY</u>  (Street) <u>TALLAHASSEE FL 32311</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ERIE INDEMNITY CO [ ERIE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Class A Common Stock									691.0178	I	By IRA For Self

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Directors' Deferred Compensation Phantom Units	\$0 <sup>(1)</sup>	11/01/2017		J <sup>(2)</sup>		120.598		<sup>(3)</sup>	<sup>(4)</sup>	Class A Common Stock	120.598	\$127.46	14,537.2171	D	

**Explanation of Responses:**

- Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
- Acquired under Directors' Deferred Compensation Plan
- The shares subject to this reporting are phantom Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors Stock Plan. These Credit Shares are actually paid to the reporting individual in shares of Erie Indemnity Company Class A Common Stock when their service as a Director of Erie Indemnity Company ends. There is no exercisable date for these securities.
- The shares subject to this reporting are phantom Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors Stock Plan. These Credit Shares are actually paid to the reporting individual in shares of Erie Indemnity Company Class A Common Stock when their service as a Director of Erie Indemnity Company ends. There is no expiration date for these securities.

Rebecca A. Buona, Power of Attorney 11/02/2017

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT I, CLAUDE C LILLY III, hereby make, constitute and appoint REBECCA A BUONA, of ERIE INDEMNITY COMPANY, 100 Erie Insurance Place, Erie, Pennsylvania 16530, my agent, with full power and authority and in my name and stead to act for me in all matters concerning the preparation, execution, acknowledgment, delivery and filing of all reports required to be filed by me under Section 16(a) of the Securities Exchange Act of 1934, as fully as I could do personally, and in so acting for me in my name to prepare, execute, acknowledge, deliver and file all papers, forms and instruments and perform all acts and things necessary or convenient for and incidental to the exercise of such power and authority. I hereby ratify and confirm whatsoever my agent shall and may do by virtue hereof.

This Power of Attorney shall continue in force and may be accepted and relied upon by any one to whom it is presented despite my purported revocation of it or my death, until actual written notice of such event is received by such person. In the event of my incapacity, from whatever cause, this Power of Attorney shall not thereby be revoked and shall not be affected by my disability or incapacity, and shall be accepted and relied upon by anyone to whom it is presented despite such incapacity, subject to it becoming void and of no further effect only upon receipt by such person either of written notice of the appointment of a guardian of my estate following adjudication of incapacity, or upon receipt of written notice of my death.

It is intended that this Power of Attorney shall be in all respects construed according to and governed by the laws of the Commonwealth of Pennsylvania.

/s/CLAUDE C LILLY III